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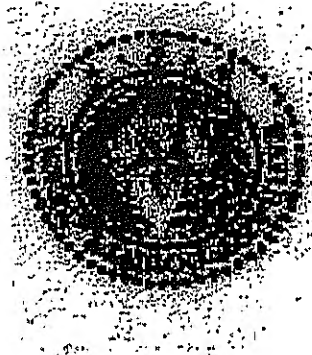
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SUZANNE HENDERSON  
TARRANT COUNTY CLERK  
TARRANT COUNTY COURTHOUSE  
100 WEST WEATHERFORD  
FORT WORTH, TX 76196-0401

Submitter: CHESAPEAKE OPERATING, INC

CHESAPEAKE ENERGY CORP.  
ATTN: RECORDING TEAM  
P.O. BOX 18496  
OKLAHOMA CITY, OK 73154



NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

## AMENDMENT AND EXTENSION TO OIL, GAS, AND MINERAL LEASE

Reference is hereby made to that certain Oil and Gas Lease (hereinafter referred to as "Subject Lease") dated the 7th day of December, 2007, by and between Serafin Pasillas and wife, Catalina Martinez, as Lessor, and Dale Property Services, L.L.C., as Lessee, whose address is 2100 Ross Ave Suite 1870 Dallas, TX 75201, which lease is recorded in Document # D208018086 of the Public Records of Tarrant County, Texas.

WHEREAS, ALL OF THE RIGHTS, TITLE AND INTEREST IN SAID LEASE WERE ULTIMATELY ASSIGNED TO AND ACQUIRED BY CHESAPEAKE EXPLORATION, LLC, WHOSE ADDRESS IS 6100 N WESTERN AVE, OKLAHOMA CITY, OKLAHOMA 73118; AND

WHEREAS, Total E&P USA, Inc., ("Total") whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease and desires to amend the Lease as follows. Chesapeake and Total are herein collectively referred to as "Assignees".

WHEREAS, it is the desire of the parties to amend the Primary Term of said Lease.

NOW THEREFORE, the undersigned do hereby delete all references to three (3) in paragraph 2 of said Lease and in its place to hereby insert five (5) so that the primary term of the lease is five (5) years.

ADDITIONALLY, it is the desire of the parties to remove the option to extend from said Lease.

NOW THEREFORE, the undersigned do hereby delete paragraph 13 in its entirety from said Lease.

Furthermore the undersigned do hereby ratify, adopt and confirm said Lease as hereby amended, as a valid and subsisting Lease and the undersigned Lessor does hereby grant, demise, lease and let unto Assignees, the present owner of the Subject Lease, the premises described above, subject to and in accordance with all of the terms and provisions of the Subject Lease as hereby amended.

This agreement shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

EXECUTED the 23 day of November, 2010, but for all purposes effective the 7th day, of December 2007.

Lessor: Serafin Pasillas

  
Serafin Pasillas

Lessor: Catalina Martinez

  
Catalina Martinez

**Assignee:**

Chesapeake Exploration, L.L.C.  
An Oklahoma limited liability company

By: \_\_\_\_\_

Henry J. Hood, Senior Vice-President  
Land and Legal & General Counsel

**Assignee:**

TOTAL E&P USA, INC.

By: \_\_\_\_\_

Name: Eric Bonnin  
Vice President, Business Development & Strategy

Title: \_\_\_\_\_

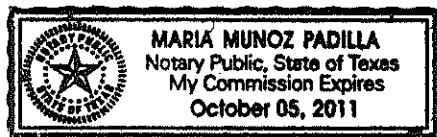
*Acknowledgments*

STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on 23 day of November, 2010,  
by Serafin Pasillas and wife, Catalina Martinez

Maria M. Padilla  
Notary Public State of Texas



STATE OF OKLAHOMA

COUNTY OF OKLAHOMA

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§  
§

This instrument was acknowledged before me on this 22nd day of December, 2010, by Henry J. Hood, as the Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

Given under my hand and seal the day and year last above written.

Anastasia Svec  
Notary Public, State of Oklahoma  
Notary's name (printed): Anastasia Svec  
Notary's commission expires: 3/5/2014

